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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

(AMENDMENT NO. 1)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- Securities Act Rule 801 (Rights Offering) ☐
- Securities Act Rule 802 (Exchange Offer) ☒
- Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) ☐
- Exchange Act Rule 14d-1(c) (Third Party Tender Offer) ☐
- Exchange Act Rule 14e-2(d) (Subject Company Response) ☐
- Filed or submitted on paper if permitted by Regulation S-T Rule 101(b)(8) ☒

PROCESSED

AUG 27 2008

THOMSON REUTERS

INDEPENDENT NICKEL CORP.  
(Name of Subject Company)

Province of Ontario, Canada  
(Jurisdiction of Subject Company's Incorporation or Organization)

VICTORY NICKEL INC.  
(Name of Person(s) Furnishing Form)

Common Shares  
(Title of Class of Subject Securities)

45401R100  
(CUSIP Number of Class of Securities (if applicable))

80 Richmond Street West  
Suite 1802  
Toronto, Ontario, M5H 2A4  
Attention: Sean Stokes  
(Name, Address (including zip code) and Telephone Number (including area code) of Person(s)  
Authorized to Receive Notices and Communications on Behalf of Person Furnishing Form)

August 19, 2008  
(Date Tender Offer/Rights Offering Commenced)

8 total pages

## **PART I - INFORMATION SENT TO SECURITY HOLDERS**

### **Item 1. Home Jurisdiction Documents.**

- (a) Press Release, dated August 20, 2008.
- (b) Not applicable.

### **Item 2. Informational Legends.**

A legend compliant with Rule 802(b) under the Securities Act of 1933, as amended, has been included in the informational documents published in the United States or disseminated to U.S. holders by Victory Nickel Inc.

Document 1



## **Victory Nickel Schedules Conference Call to Discuss Offer for Independent Nickel**

**Toronto, August 20, 2008** - Victory Nickel Inc. ("Victory Nickel" or the "Company") (TSX:NI, [www.victorynickel.ca](http://www.victorynickel.ca)) today announced that it has scheduled a conference call to discuss and answer questions relating to its offer (the "Offer") for all of the outstanding common shares of Independent Nickel Corp. ("Independent Nickel") announced on August 19, 2008. The conference call will be held on Thursday, August 21, 2008 at 10:00 a.m. (Toronto time). To participate in the conference call, interested parties should use the following information:

### **Live Participation**

**Telephone Numbers: Local/International (416) 641-6139**

**Toll Free 1-866-862-3934**

**Webcast: [www.victorynickel.ca](http://www.victorynickel.ca)**

### **Instant Replay**

**Telephone Numbers: Local/International (416) 695-5800**

**Toll Free 1-800-408-3053**

**Passcode: 3269084**

**Webcast: [www.victorynickel.ca](http://www.victorynickel.ca)**

The Information Agent for the Offer is Kingsdale Shareholder Services Inc. at its office in Toronto, Ontario. The depositary for the Offer is Computershare Investor Services Inc. at its office in Toronto, Ontario. Questions and requests for assistance or copies of the offer documents may be directed to Kingsdale Shareholder Services Inc. at the following contact details:

The Exchange Tower  
130 King Street West, Suite 2950, P.O. Box 361  
Toronto, Ontario  
M5X 1E2

North American Toll Free Number: 1-800-775-3159  
Facsimile: 1-416-867-2271  
Toll Free Facsimile: 1-866-545-5580  
Local/Overseas: 1-416-867-2272  
E-Mail: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)  
Website: [www.kingsdaleshareholder.com](http://www.kingsdaleshareholder.com)

## About Victory Nickel

Victory Nickel Inc. is a Canadian company with three sulphide nickel deposits containing over 660,000,000 pounds of in-situ nickel in National Instrument 43-101-compliant measured (154,000,000 pounds) and indicated (511,000,000 pounds) resources, and an additional 530,000,000 pounds of in-situ nickel in inferred resources. Victory Nickel is focused on becoming a mid-tier nickel producer by developing its existing properties, Minago and Mel in Manitoba, and Lac Rocher in northwestern Quebec, and by evaluating opportunities to expand its nickel asset base.

For further information, please visit our website at [www.victorynickel.ca](http://www.victorynickel.ca), or contact:  
René Gallpeau, (416) 363-8527, [admin@victorynickel.ca](mailto:admin@victorynickel.ca)

**FORWARD-LOOKING STATEMENTS:** This news release contains certain "forward-looking statements." All statements, other than statements of historical fact, that address activities, events or developments that Victory Nickel believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek," "anticipate," "believe," "plan," "estimate," "expect," and "intend" and statements that an event or result "may," "will," "can," "should," "could," or "might" occur or be achieved and other similar expressions. These forward-looking statements reflect the current expectations or beliefs of Victory Nickel based on information currently available to Victory Nickel. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of Victory Nickel to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, Victory Nickel. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure to successfully complete financings, capital and other costs varying significantly from estimates, production rates varying from estimates, changes in world copper, nickel and/or gold markets, changes in equity markets, uncertainties relating to the availability and costs of financing needed in the future, equipment failure, unexpected geological conditions, imprecision in resource estimates, success of future development initiatives, competition, operating performance of facilities, environmental and safety risks, delays in obtaining or failure to obtain necessary permits and approvals from government authorities, and other development and operating risks. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Victory Nickel disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although Victory Nickel believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

*This offer is being made for the securities of a Canadian issuer and by a Canadian issuer that is permitted to prepare the offer and circular in accordance with the disclosure requirements of Canada. U.S. shareholders should be aware that such requirements are different from those of the United States. The financial statements to be included or incorporated by reference in the offer documents will be prepared in accordance with Canadian generally accepted accounting principles, and may be subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.*

*The enforcement by shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that Victory Nickel is incorporated under the laws of Ontario, Canada, that some or all of its officers and directors may be residents of jurisdictions outside the United States, that some or all of the experts named in the offer documents may be residents of jurisdictions outside the United States and that all or a substantial portion of the assets of Victory Nickel and said persons may be located outside the United States.*

*U.S. Shareholders should be aware Victory Nickel may purchase securities otherwise than under the Offer, such as in the open market or in privately negotiated purchases.*

**PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

- (1) Not Applicable.
- (2) Not Applicable.
- (3) Not Applicable.

### **PART III - CONSENT TO SERVICE OF PROCESS**


Victory Nickel Inc. has previously filed with the Securities and Exchange Commission (the "SEC"), an Irrevocable Consent and Power of Attorney on Form F-X.

Victory Nickel Inc. will promptly communicate any change in the name or address of its agent for service to the SEC by amendment of the Form F-X.

#### PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VICTORY NICKEL INC.

By:   
Name: R.R. GALIPEAU  
Title: VICE CHAIRMAN, CEO  
Date:

END